

ITEL

Itel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

RECORDATION NO. 14165-X Filed 1425

JUN 28 1985 12 15 PM

INTERSTATE COMMERCE COMMISSION

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Bayne:

On behalf of Itel Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 14 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Itel Corporation, Itel Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Sublease Agreement dated September 24, 1984 between East Camden and Highland Railroad Company and North Louisiana and Gulf Railroad Company which was filed with the I.C.C. on January 15, 1985 and given Recordation No. 14548. *Cross*

The names and addresses of the parties to the aforementioned Supplement are:

1. Itel Corporation
55 Francisco Street
San Francisco, California 94133
2. Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

ICC OFFICE OF
THE SECRETARY
JUN 28 12 27 PM '85
MOTOR OPERATING UNIT

The equipment covered by this Supplement is thirty (30) 60'10", 100-ton, XM boxcars bearing reporting marks NLG 7150-7179.

*Thank this
will be
14165-X*

Accounting Dept. Approval

Honorable Bayne
May 30, 1985
Page 2

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

A handwritten signature in cursive script that reads "Denise M. Bottarini".

Denise M. Bottarini
Legal Assistant

/vdy/67
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/23/85

RECORDATION NO. 14165-2
Filed 1425

JUN 28 1985 12 25 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 14 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 14, dated May 13, 1984, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

WHEREAS, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the EAST CAMDEN AND HIGHLAND RAILROAD COMPANY ("EACH") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 26, 1978 (such Lease, together with any amendments or supplements thereto, called the "EACH Lease"), pursuant to which Itel Rail leased to EACH certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks from within the series EACH 2162 through and including EACH 2200 and EACH 4001 through and including EACH 4150. Subsequently four units of Trust Equipment bearing reporting marks EACH 4006, EACH 4078, EACH 4086, and EACH 4105 were destroyed; and

WHEREAS, EACH and NORTHERN LOUISIANA GULF RAILROAD COMPANY ("NLG") are parties to a Sublease (as defined in the ETC Modification Agreement) of Equipment dated September 24, 1984 (such Sublease, together with amendments or supplements, thereto called "the Sublease") pursuant to which EACH subleased to NLG thirty (30) units of the Trust Equipment ("Subleased Trust Equipment") included in the Lease; and

WHEREAS, Itel Rail has changed the reporting marks of these thirty (30) units of Subleased Trust Equipment from the previous EACH reporting marks to the current NLG reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require Itel Rail to file with the Interstate Commerce Commission a statement of

current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1.F. of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous thirty (30) EACH reporting marks have been changed and remarked with the current thirty (30) NLG reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedules 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: *GED itra*

(Seal)

Attest:

Miss R. Burden
Secretary

ITEL RAIL CORPORATION

By: *DD Hayes*

(Seal)

Attest:

Howard S. Chabier
1st. Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: *[Signature]*

Authorized Officer

(Seal)

Attest:

Val T. Ote
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of Trust Equipment</u>	<u>Previous Reporting Marks</u>	<u>Current Reporting Marks</u>
30	EACH 4004	NLG 7150
	4008	7151
	4024	7152
	4048	7153
	4055	7154
	4095	7155
	4009	7156
	4019	7157
	4025	7158
	4020	7159
	4036	7160
	4038	7161
	4040	7162
	4050	7163
	4075	7164
	4083	7165
	4037	7166
	4012	7167
	4039	7168
	4026	7169
	4018	7170
	4052	7171
	4051	7172
	4054	7173
	4094	7174
	4090	7175
	4068	7176
	4001	7177
	4003	7178
	4005	7179

ITEL RAIL CORPORATION

By: 
Authorized Officer